

Exhibit E



DELPHI
Mr Mike Shields
2000 Forrer Boulevard 45420
Dayton, OH 45401
USA

Toulouse December 13. 2002

Ref MP02120a/2037b

SUBJECT: DRAD ECU

Dear Mr Shields

You will find here after our quote regarding the above subject. Update has been made further to information provided to Siemens VDO Automotive S.A.S (SVA) during our meeting in Toulouse on Nov 18.2002.

Main changes are:

- R & D amortization (was over 556 ku is 528 ku)
- DDP El Paso (TX) (was DDU MI)
- Thicker cover coating (US \$ +0.20)
- Packaging included.

Product Definition and Specification

- Main Specification: 22197147 Rev 025 - dated 1/30/02
- MR 245 specification: 22212833 B1 - dated 12/10/01
- MR 295 specification: 22212837 B2 - dated 12/10/01
- Bi state specification: 22197148 – dated 1/7/02
- Based upon Delphi ECU configuration matrix per vehicle
- Exception list 250302suspECUexceptionsMP02032

Program timing

- Start of production : 1 st SOP is May 2004
- Program duration : 5 years

Unit Prices and Annual Volumes

The pricing for this program is calculated DDP, El Paso TX, production in our plant in Foix, France. Our pricing has been established utilizing the DELPHI. annual volume assumptions. Siemens VDO Automotive S.A.S reserves the right to submit to DELPHI. revised pricing in instance where the actual annual volume purchased is above or below the quoted volume by 10% or more. It is agreed that DELPHI. will award Siemens VDO Automotive S.A.S 100% of the volume for the program covered in this quote and Siemens VDO Automotive S.A.S will support DELPHI. in any

negotiations for price increases in the event of variance to the volumes stated here after.

Piece price in US \$ *bracket non inclus pour buter les versions.*

Model Year	<i>June</i> 05	<i>June</i> 06	<i>June</i> 07	<i>June</i> 08	<i>June</i> 09
Total volume (KU)	250	309	359	359	359
GMX 245 (KU)	15	15	15	15	15
Piece price in US \$	50.65	48.40	40.08	38.48	36.93
GMX 295 (KU)		28	28	28	28
Piece price in US \$		49.05	40.73	39.13	37.58
GMT 800 (KU)	235	235	235	235	235
Piece price in US \$	52.45	49.65	41.28	39.68	38.08
GMT 265 (KU)		7	7	7	7
Piece price in US \$		44.15	42.51	40.91	39.36
GMX 272 (KU)		20	20	20	20
Piece price in US \$		42.15	40.51	38.91	37.36
GMX 215 (KU)		4	4	4	4
Piece price in US \$		41.5	39.86	38.26	36.71

Price reduction will be applied after completion of volumes.

One time charges of US \$ 8 000 will be applied per final assembly part number

GMT 900:directional quote provided on April 24,2002 remains valid.Updated quote based upon 50 KU per year will be provided as soon as technical definition and program duration are confirmed.

Development

Total development cost for US \$ 3 625 000 (US \$ 3 739 633 with interest rate) has been amortized in the piece price.

Further to agreement between Delphi and SVA, development cost has been amortized as follow:

- duration : 2 years MY 05 & 06
- volumes: 250 KU in MY 2005 & 278 KU in MY 2006
- programs:MR 245-MR 295-Bi state GMT 800

Transportation

Based upon economics 2002 for taxes and transportation. Conditions will be renegotiated 3 months prior SOP.

Truck from Foix (France) to Fos Sur Mer (France).

Boat from Fos sur Mer to Houston (Texas)

Truck from Houston to El Paso (Texas)

Duties & Delivery Paid (DDP) SVA warehouse in El Paso,Texas, ready for pick up by GM.

Transportation cost has been calculated for ECU without bracket.

Transportation cost for ECU using bracket will be provided as soon as bracket definition is defined.

Reprogramming

In case of reprogramming, parts have to be shipped back to Foix (France) by air freight in order to be re-processed according to SVA quality standards. Costs related to this operation will be quoted prior to begin this process.

Production tooling

Replacement, repair and maintenance is included in the production piece price for the life of the program. Specific & Vendor tooling as mentioned here after will be paid up front by DELPHI. Payment will be made at PPAP approval (this date has to be defined).

Detailed vendor & specific tooling is attached for information (MP 02031c.xls)

- **Vendor tooling:** **US \$ 518 000** as follow:
 - US \$ 500 000 as Delphi participation to Vendor tooling
 - US \$ 15 000 as Delphi changes to keying connector
 - US \$ 3 000 for packaging tool.

Program Cancellation

In the event that the program covered in this letter is cancelled prior to the launch of the production tooling at Siemens VDO Automotive S.A.S, without fault by Siemens VDO Automotive S.A., then equitable cancellation charge, including Siemens VDO Automotive S.A.S R&D cost, will be negotiated to cover the appropriate costs incurred by Siemens VDO Automotive S.A.S in supporting this program.

Technical content

According to Delphi specifications and exception list enclosed.

Economic Level

Quoted unit prices are at projected May 2004, economic levels. Labor and overhead to remain fixed, except in the event of actions which are not under Siemens VDO Automotive S.A.S. control e.g.: government intervention. These variations in labor rates or other cost will be jointly verified. If verification shows costs increases above 2%, prices will be re-negotiated by January of each Calendar Year.

Note: In case of electronics components allocations, we reserve the right to update this offer in case of extraordinary costs increases.

Annual Productivity

Annual productivity improvements are reflected in the quoted unit prices.

Currency

All quoted figures in this quotation are in US \$.

Design and Specification

Unit pricing has been developed based on the specifications noted above. In the event that changes are required to the assumption, the cost impact would be reviewed and any subsequent piece price adjustments would be mutually agreed upon.

Packaging

Expendable packaging is included in the piece price. It's include an expandable container with cover, 24 half slotted boxes with cover and a wood pallet. We will have 432 ECU without bracket per pallet. Nota:in order to optimize packaging to ECU with and without bracket,SVA reserves the right to propose a new packaging concept (i.e thermoformed trays).

Limited Warranty

Prices quoted include a warranty period of 36 months or 35.000 miles.

Capacity

As a 100% share supplier for this program, Siemens VDO Automotive S.A.S will provide sufficient capacity to support the program according to the volumes as shown in the unit pricing matrix on Page 2.

Siemens VDO Automotive S.A.S capacity is calculated using 5 days, 3 shifts, 7 hour shifts per day(total of 105 hours per week) and the maximum hours that will be worked prior to the implementation of over time charges is 125 hours per week.Production capacity will be installed to support the assumed volumes, based on the monthly requirement to be calculated as the annual volume divided by 12 with a 10% peak requirement buffer.

Contract Period

Prices are quoted based on a continuous supply of 5 years contract period based on the roll out volumes shown in the unit price matrix.

Payment Term

Delphi MNS2 terms.

Quote validity

This offer is valid till March 13,2003

The present offer shall be valid only if the required licenses for the performance of deliveries and services here under have been issued by the competent authorities.

Intellectual and Industrial Property Rights

Any and all results generated by Siemens VDO Automotive S.A.S within the course of this development agreement shall be the sole property of Siemens VDO Automotive S.A.S.

The rights to use such results, granted by Siemens VDO Automotive S.A.S to DELPHI, shall be defined in writing in the related development contract to be signed.

Siemens VDO Automotive S.A.S shall retain full property of the information that it held prior to, or that it obtains independently of the performance of this development agreement. In no event, DELPHI shall be granted any industrial / intellectual property right relating to this information.

Liability

Siemens VDO Automotive S.A.S shall perform its obligations with the same care it uses usually in its own affairs and on the basis of its knowledge of the technologies in this field.

Siemens VDO Automotive S.A.S 's liability under the performance of its obligations is restricted to the implementation of the available internal means and resources. Any other liability for material and/or consequential, direct and/or indirect damages, for any cause, arising out of the performance or the non-performance of this development agreement, as for instance in case of failure to comply with the time schedule, or arising from infringement of intellectual / industrial property rights of third party, shall be excluded.

These provisions are part of the essential provisions of Siemens VDO Automotive S.A.S's offer. Therefore, in any event, these provisions shall prevail on DELPHI. General Conditions of Purchase. Siemens VDO Automotive S.A.S General Supply Conditions are attached for your convenience.

Recycling

Siemens VDO Automotive products are designed according to present environmental policy. Possible future necessary measures of recycling and their costs impacts are not included in the prices stated herein.

Best Regards.

Francis Bonhoure
Vice President & General Manager
Chassis division

Michel Poulet
Senior Manager
Sales & Marketing Chassis

Delphi suspension program
Detailed vendor & specific tooling (US \$)
MR + Bi state
Updated Dec 6,2002

Vendor	unit cost	Qty for 278K	Cost for 278K	Per year able to:	life time
PCB tool (1 for MR-Bi state)	3 000	1	3 000	no limit	
adhesive cutting tool	10 000	1	10 000	no limit	
aluminium plate stamping tool	60 000	1	60 000	400 000 / month	2 000 000
Connector mold,pins stamping tool & connector assembly	435 000	1	435 000	300 000*	1 500 000
Housing / cover stamping tool	120 000	1	120 000	600 000	3 000 000
<i>Sub total</i>			628 000		
Specific production tooling & equipment					
PCB over aluminium assembly	32 300	1	32 300	600 000	
Screen printing (2 for MR & Bi-State)	800	2	1 600	600 000	
Bed of nails (1 for MR & Bi-State)	20 000	1	20 000	280 000	
Connector assembly station	35 000	1	35 000	550 000	
Flash programing interface (single)	88 000	1	88 000	500 000	
Feeders	1 500	20	30 000	380 000	
Cover crimping+labelling station (manual)	43 000	1	43 000	500 000	
Handler for hot test	100 000	1	100 000	600 000	
Handler for ambient test (manual)	47 000	1	47 000	500 000	
Handling and specific storage (set)	16 000	1	16 000	280 000	
Traceability	16 000	1	16 000	no limit	
Diagnosis station	69 000	1	69 000	no limit	
Carriers for dip soldering	800	11	8 800	280 000	
Tooling for above (flux,pre-heat-solder mask)	11 200	1	11 200	no limit	
Repair station	15 000	1	15 000	no limit	
Packing	3 500	1	3 500	no limit	
<i>Sub total</i>			536 400		
Grand total			1 164 400		

*for connector:according to last information from FCI:

-maximum installed capacity is 300 000 a year + 20% peak

-they are able to achieve 360 000 + 20% with week end shift but they need to invest US \$ 45 000 for additional pin carrier electric tester